

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE - CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 884-3824

ANTHONY J. BARTON
DIRECTOR - EQUIPMENT FINANCING
ASSISTANT TREASURER & ASSISTANT SECRETARY

November 8, 1990

VIA FEDERAL EXPRESS

0-313A060

RECORDATION NO. 16913- C
FILED 1423

NOV 9 1990 3 25 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2303
Washington, D.C. 20423

Dear Mr. Strickland:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are three (3) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1 dated as of October 25, 1990, a secondary document Supplementing the Manufacturing Agreement dated as of June 12, 1990.

Parties to this transaction are as follows:

Trailer Train Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Trinity Industries, Inc. (Manufacturer)
600 East Ninth Street
Michigan City, MI 46360

NOV 9 3 21 PM '90
NOTOR OPERATING UNIT

The general description of the equipment is as follows:

Type	AAR Mechanical Designation	No. of Units	Marked*	Numbered
5-unit articulated single well container flatcars	FC	17	TTAX	76585-76601

* All units will have marked on each side the following legend, "Ownership Subject to a Security Agreement Filed with the Interstate Commerce Commission".

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of October 25, 1990, between TRINITY INDUSTRIES, INC. (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of June 12, 1990 which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

TRINITY INDUSTRIES, INC.

By: W.C. Newby, V.P. Sales

(Corporate Seal)

ATTESTATION:

Neil D. Shroyer
Assistant Secretary

TRAILER TRAIN COMPANY

By: Thomas D. Manon
Treasurer

(Corporate Seal)

ATTESTATION:

A. J. Barton
Assistant Secretary

RECORDED IN 16913-115

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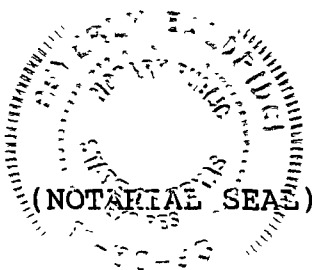
INTERSTATE COMMERCE COM. RECORD

STATE OF TEXAS)

) SS.:

COUNTY OF DALLAS)

On this 7th day of November 1990, before me personally appeared W. C. Newby, to me personally known, who, being by me duly sworn, says that he is a V.P. of Sales of TRINITY INDUSTRIES, INC. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Beverly Baldridge
Notary Public

STATE OF ILLINOIS)

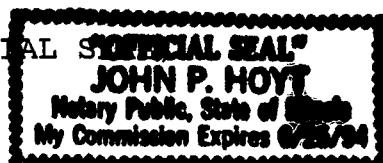
) SS.:

COUNTY OF COOK)

On this 25th day of October, 1990, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

John P. Hoyt
Notary Public

(NOTARIAL



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

TRINITY INDUSTRIES, INC.
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

Item 1:

<u>Type*</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contra Number)</u>
TTAX	17	76585-76601			Nov.-Dec. '90	T-1090

Item 2: May 31, 1991

Item 3: To be determined.

Item 4: 600 East Ninth Street, Suite 5
Michigan City, IN 46360

* All-Purpose Spine Cars, to handle containers and 28 ft. through 48 ft. trailers. Trailer Train specification 68-43-011586 dated January 15, 1986 revised October 20, 1989 and Trailer Train Supplemental Specification No. 68-43-083188 dated August 31, 1988 revised March 9, 1990 and Trinity Specification PSM-1125 dated October 24, 1988, revised March 9, 1989 (Sell Specification).